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Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEVADA**

In re:

Case No. 09-14814 LBR

THE RHODES COMPANIES, LLC, aka "Rhodes  
Homes," et al.,<sup>1</sup>

Date: N/A  
Time: N/A  
Place: N/A

Debtors.

☒ Affects All Debtors  
☐ Affects the following Debtors:

**STIPULATION TO EXTEND CASH COLLATERAL TERMINATION DATE [RE:  
DOCKET NO. 126]**

<sup>1</sup> The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09- 14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20 LLC (Case No. 09-14848); Tuscany Acquisitions IV LLC (Case No. 09-14849); Tuscany Acquisitions III LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf and Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, LLC (Case No. 09- 14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

1 This Stipulation is entered into by and between the above-captioned Debtors and Debtors  
 2 in Possession (the “Debtors”), the First Lien Steering Committee (“FLSC”), the Administrative  
 3 Agent for the First Lien Lenders (the “Agent”), and the Official Committee of Unsecured  
 4 Creditors (the “OCUC”). The foregoing parties (together, the “Parties”) hereby enter into this  
 5 Stipulation and agree as follows:

### 6 RECITALS

7  
 8 WHEREAS, on April 30, 2009, the Court entered that *Final Stipulated Order (I)*  
 9 *Authorizing Use of Cash Collateral Pursuant to Sections 105, 361, 362 and 363 of the Bank-*  
 10 *ruptcy Code and (II) Granting Adequate Protection and Super Priority Administrative Expense*  
 11 *Priority to Prepetition Secured Lenders re Debtors’ Motion for Interim and Final Orders*  
 12 *Pursuant to Sections 105, 361, 362, 363, and 364, etc. [Docket No. 126] (the “Final Cash*  
 13 *Collateral Order”);*

14  
 15 WHEREAS, the Final Cash Collateral Order has been extended from time to time  
 16 pursuant to stipulation of the Parties and further Orders by this Court;

17  
 18 WHEREAS, pursuant to the Order Approving the Third Stipulation re Emergency  
 19 Motion to Extend Cash Collateral Termination Date [Docket No. 535] , the Cash Collateral  
 20 Termination Date as defined in the Final Cash Collateral Order is currently set to expire on  
 21 January 11, 2010 at 11:59 p.m. prevailing pacific time;

22  
 23 NOW THEREFORE, in consideration of the mutual covenants contained herein, and  
 24 other good and valuable consideration (the receipt and sufficiency of which are acknowledged),  
 25 it is hereby stipulated and agreed by and between the Parties as follows:

### 26 AGREEMENT

27 1. Subject to the Debtors’ continued compliance with all other terms of the Final  
 28 Cash Collateral Order, the First Lien Steering Committee has agreed to an extension of the Cash

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Collateral Termination Date set forth in paragraph 3(i)(a) of the Final Cash Collateral Order through the earlier of (i) February 28, 2010 at 11:59 p.m. (prevailing Pacific Time) or (ii) the Effective Date of the plan pursuant to the Budget attached hereto as Exhibit A (solely with respect to the earlier of those two dates) with all other provisions of the Final Cash Collateral Order remaining in full force and effect, except for compliance with paragraph 3(b) regarding Pinnacle, which the FLSC and Agent waived under a prior stipulation and order.

2. The Challenge Period set forth in paragraph 10 of the Final Cash Collateral Order shall be extended through February 28, 2010.

Dated: December 22, 2009

**APPROVED**

By: /s/ Philip C. Dublin  
 AKIN GUMP STRAUSS  
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 Branch, as Agent for First Lien Lenders*

**APPROVED**

By: /s/ J. Thomas Beckett  
 J. Thomas Beckett  
 Parsons Behle & Latimer  
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 Unsecured Creditors*

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# **EXHIBIT A**

Rhodes Homes 11 Week Cash Flow Forecast  
Revised 12/22/2009

Starting Cash on 12/11/2009 (Projection)													Actual
\$ 5,768,983													
Line #	Week Ending	38	39	40	41	42	43	44	45	46	47	48	Totals
1	Units Closed - Backlog (Sold)	7	3	1	1	3	2	3	3	3	2	0	28
2	Units Closed - New Sales Not Started (Projected)	0	0	0	0	0	0	0	0	0	0	0	0
3	Units Closed - Unsold Standing Inventory (Projected)	0	0	0	0	0	0	0	0	0	0	1	1
4	Net Revenues - Backlog (Sold)	\$ 1,610,469	\$ 612,009	\$ 311,690	\$ 240,141	\$ 935,098	\$ 491,916	\$ 611,805	\$ 724,232	\$ 892,476	\$ 450,884	\$ -	6,880,720
5	Net Revenues - New Sales Not started (Projected)	-	-	-	-	-	-	-	-	-	-	-	-
6	Net Revenues - Unsold Standing Inventory (Projected)	-	-	-	-	-	-	-	-	-	-	339,600	339,600
7	Revenues - Park Construction	-	-	-	-	-	-	-	-	-	-	-	-
8	Tuscany Golf Course Revenues	29,527	18,000	52,000	50,000	50,000	55,000	60,000	65,000	65,000	65,000	65,000	574,527
9	Pinnacle Grading Revenues	-	-	-	-	-	-	-	-	-	-	-	-
10	Miscellaneous Refunds and Fees	18,180	-	-	-	-	-	-	-	-	-	-	18,180
11	Total Cash Receipts	1,658,176	630,009	363,690	290,141	985,098	546,916	671,805	789,232	957,476	515,884	404,600	7,813,026
12	Insurance Financing	-	192,340	-	-	-	-	2,788	-	-	-	2,788	197,916
13	IT Services / Equip.	-	-	8,591	-	-	-	-	8,591	-	-	-	17,181
14	Storage	-	-	300	-	-	-	-	-	-	-	-	300
15	Rent	-	-	31,393	-	-	-	-	31,393	-	-	-	62,786
16	Brokerage License	-	-	1,000	-	-	-	-	1,000	-	-	-	2,000
17	HOA Fees (1)	-	-	7,760	-	-	-	-	7,760	-	-	-	15,520
18	Model Home Leases (2)	-	-	23,092	-	-	-	-	23,092	-	-	-	46,183
19	Total 1st of Month Payments	-	192,340	72,135	-	-	-	2,788	71,835	-	-	2,788	341,885
20	Rhodes Homes Payroll	67,471	69,000	69,000	69,000	69,000	69,000	69,000	69,000	69,000	69,000	69,000	757,471
21	Rhodes Homes Ordinary Course Professionals	19,711	-	30,000	30,000	-	20,000	-	30,000	-	-	20,000	119,711
22	Rhodes Homes Consultants	22,703	3,138	2,500	20,000	20,000	20,000	20,000	20,000	20,000	20,000	-	168,341
23	Rhodes Homes AZ Payroll	-	-	-	-	-	-	-	-	-	-	-	-
24	Pinnacle Payroll	3,089	3,089	3,089	3,089	3,089	3,089	3,089	1,561	1,561	1,561	1,561	27,868
25	Total Payroll and Benefits	112,973	75,227	74,589	122,089	92,089	112,089	92,089	120,561	90,561	90,561	90,561	1,073,390
26a	Pinnacle (Job Cost)	-	701	451	451	451	451	451	451	451	451	451	4,760
26b	Pinnacle Overhead	3,846	9,277	11,985	9,246	5,846	7,265	46,985	5,846	5,846	6,474	12,348	124,965
27	Pinnacle (Equipment Notes Payments)	96,911	7,907	14,251	66,226	-	-	7,907	14,251	66,226	-	7,907	281,586
28	RH Vertical Costs to Complete - Backlog+Standing (Unsold)	559,207	563,844	441,269	404,497	355,467	330,952	318,694	281,922	269,665	263,536	239,021	4,028,073
29	RH Vertical Costs to Complete - New Sales Not Started(3)	-	5,250	15,750	21,000	47,250	52,500	68,250	94,500	115,500	136,500	173,250	729,750
30	Rhodes Homes Land Dev. (Cost to Complete)	83,295	40,524	56,024	38,362	26,317	45,658	45,290	23,725	16,656	10,533	19,733	406,115
31	Rhodes Ranch Park (Job Cost)	(1,876)	-	-	-	-	-	-	-	-	-	-	(1,876)
32	Rhodes Homes Warranty Repairs (Job Cost)	14,894	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	89,894
33	Rhodes Homes Vertical Costs - A/P	-	3,500	3,500	3,500	3,500	3,500	3,500	3,500	3,500	3,500	3,500	35,000
34	Rhodes Homes Land Dev. - A/P	-	-	-	-	-	-	-	-	-	-	-	-
35	Rhodes Homes Land Dev. - Park A/P	-	-	-	-	-	-	-	-	-	-	-	-
36	Total Job Cost	756,277	638,503	550,730	550,781	446,331	447,826	498,577	431,695	485,344	428,493	463,709	5,698,267
37	Sales / Marketing	7,555	14,695	14,695	14,695	14,695	14,695	14,695	14,695	14,695	14,695	14,695	154,509
38	G & A	37,845	15,500	15,500	15,500	15,500	15,500	15,500	15,500	15,500	15,500	15,500	192,845
39	Utility Deposits	-	-	-	-	-	-	-	-	-	-	-	-
40	Builder Subsidies to Tuscany HOA (4)	-	-	18,349	-	-	-	-	18,349	-	-	-	36,698
41	Sales and Use Tax / Personal Property Taxes	-	24,842	12,500	391,941	-	-	12,500	-	-	-	12,500	454,282
42	Debtor's Restructuring Professionals (5)	12,275	-	179,565	94,798	35,000	-	-	127,500	50,000	-	-	499,139
43	Committee's Restructuring Professionals (6)	-	47,046	-	-	13,207	-	21,250	-	-	-	21,250	102,753
44	Lenders' Professionals (7)	-	13,185	-	7,500	450,000	-	-	7,500	450,000	-	-	928,185
45	US Trustee Payment Center	-	-	-	-	-	-	80,000	-	-	-	-	80,000
46	Employee & Consultant Housing and Travel Expenses	-	2,000	4,500	2,000	2,000	2,000	2,000	4,500	2,000	2,000	2,000	25,000
47	G&A Expenditures	57,675	117,269	245,110	526,434	530,402	32,195	145,945	188,044	532,195	32,195	65,945	2,473,411
48	Tuscany Golf Course Costs	21,899	76,260	75,500	60,000	37,500	64,000	30,000	100,000	42,500	69,000	30,000	606,659
49	Starting Cash Position	5,768,983	6,478,335	6,008,745	5,354,371	4,385,207	4,263,983	4,154,789	4,057,194	3,934,291	3,741,167	3,636,801	5,768,983
50	Net Revenue for the week	1,658,176	630,009	363,690	290,141	985,098	546,916	671,805	789,232	957,476	515,884	404,600	7,813,026
51	Disbursement for Week	948,824	1,099,599	1,018,064	1,259,304	1,106,322	656,110	769,399	912,136	1,150,600	620,250	653,003	10,193,611
52	Ending Cash Position	\$ 6,478,335	\$ 6,008,745	\$ 5,354,371	\$ 4,385,207	\$ 4,263,983	\$ 4,154,789	\$ 4,057,194	\$ 3,934,291	\$ 3,741,167	\$ 3,636,801	\$ 3,388,398	\$ 3,388,398

Notes:

- (1) HOA fees paid for completed communities in which the Company continues to own lots / property - (i) Spanish Hills \$2,760, (ii) \$5,000 X-It.
- (2) Lease payments paid to owners of model homes (9 units) which are representative of product that continues to be sold in Tuscany and in Rhodes Ranch.
- (3) Vertical construction costs incurred related to prospective, ongoing sales of product that are at the dirt lot phase of construction.
- (4) Includes monthly (i) \$1,600 sales office rent estimate and (ii) \$16,749 Tuscany HOA support.
- (5) Payments to Pachulski-Stang, Larson & Stephens, Omni, Acceleron Group and the Sullivan Group.
- (6) Payments to Beckett, Parsons-Behle&Latimer
- (7) Payments to WCP, Akin Gump, Koslear & Leatham.